

MINUTES OF THE CHS ALLIANCE BOARD

3-4 December 2020

Virtual Meeting via Zoom

PRESENT:

Mohamed Almasri (MA), John Beverley (JB, treasurer), Allan Calma (AC), Matthew Carter (MC), Yegana Guliyeva (YG), Coleen Heemskerk (CH), Thea Hilhorst (TH), Rehema Kajungu (RK), Jacqueline Koster (JK), Shama Mall (SM Vice Chair), Anne Cathrine Seland (ACS), Marina Skuric Prodanovic (MSP), Robert Sweatman (RS, interim Chair)

IN ATTENDANCE:

Tanya Wood (TW, Executive Director/ED), H  l  ne Maillet (HM, minutes only)

APOLOGIES:

Allan Calma (AC) (joining late on Day 1)
Anne Cathrine Seland (ACS) (joining late on Day 2)
Thea Hilhorst (TH) (leaving earlier on Day 2)
Mohamed Almasri (MA) (leaving earlier on Day 2)
Jacqueline Koster (JK) (leaving earlier on Day 2)

INVITEES:

Bonaventure Sokpoh (BS, Senior Advisor to the CHS and outreach), Adrien Muratet (AM, CHS Verification Manager)

1. PROCEDURAL MATTERS (paper 01)

The Board is requested to approve the agenda, minutes of September Board meeting and November GA vote.

1.1. Apologies, welcome, declarations of interest and agenda

The interim Chair welcomed Board members and based on the feedback following last Board meeting, he explained/reminded:

- to keep strategic focus in discussions
- that there will be more use of interactive tools and discussions in smaller groups as requested in the survey.

The interim Chair thanked the Secretariat for the preparation of Board papers and thanked Board members for their involvement in Board Committees.

He declared the meeting had been convened according to the Statutes. Apologies were noted. The meeting was quorate. There was no declaration of interest.

The agenda was approved by consensus.

1.2. Minutes of last Board meeting (23-24 September 2020)

Some missing action points were noted and will be reported in the actions arising document. On exit interviews for members, the MNC has followed up on the issue and there will be an outreach to all members who wish to leave through SurveyMonkey questionnaire.

3.1. Board Chair and elections update

Further to the General Assembly's adoption of the proposed changes to the Statutes allowing for the recruitment of an independent chair, the recruitment process was launched on 16 November and the recruitment pack advertised.

Action:

- ♦ Board members requested to share the Chair recruitment pack with their networks.

The Board agreed on the proposed timeline and on holding the 2021 elections on 22-26 March 2021 (Chair and Board elections).

Action:

- ♦ Secretariat to communicate in due time (min. 6 weeks in advance) to the membership the date of the elections.

ACS agreed to be part of the panel for interviewing Chair candidates.

Board members discussed sharing with members the results of voting on governance motions and elections.

The Board agreed that results of voting on governance motions should be presented with detailed percentages. Disclosure of Board elections results will be further discussed by the MNC.

Action:

- ♦ MNC to reflect on how to disclose results of Board elections and report back to the Board at a future meeting.

3.2. Membership applications

RS, Chair of the MNC, presented two membership applications and confirmed that they were all responding to the Alliance's criteria apart from BFD Yemen's code of conduct, which shall be done within 6 months.

The Board approved membership applications of:

- BFD Yemen
- Film Aid Kenya.

Membership resignations were noted.

Action:

- ♦ Membership team to inform the applying organisations accordingly.

3.3. Membership requirements

proposal 1: Verification becomes a membership requirement

In November 2019, the Statutes were amended requiring members not undertaking verification to demonstrate their commitment to the CHS via an annual alignment statement. So far, the number of annual CHS alignment statements received is below expectations and with the Alliance's increased advocacy for verification, the Secretariat is proposing that the Board approves the removal of the annual alignment statement for full members and introduces a requirement that full members undertake verification within two years of joining.

While agreeing on the above, the Board noted the additional pressure to deal with the support to members with self-assessment and other verification routes if it's made mandatory.

The Board agreed that the requirement to undertake verification does not apply to associate members.

proposal 2: Complaint mechanism becomes a membership requirement

In line with the CHS of complaints being welcomed and addressed and in light of the revised complaints policy, members should be encouraged to have their own public facing complaints mechanism in place. Therefore, the Board is requested to approve the addition of a new membership requirement that organisations have their own external facing complaint mechanism in place.

The Board was unanimously in favour of this. The Board also recognised the complexity of setting an efficient complaints response mechanism, so suggested the deadline to meet this requirement is longer than for other membership requirements and should give new organisations one year to develop the mechanism.

Both proposals were approved by the Board by consensus

TH and AC joined the meeting.

4. CHS revision (paper 04)

BS attended this session.

The ED summarized what has been the process so far. The Board broke into discussion groups to consider the threats and opportunities the revision presents. These included the opportunity for a recommitment to the CHS and threats of time and resources, distracting from the implementation of the current standard.

The ED shared what would be the next steps. The management group will be looking at the process, purpose and scope of the CHS revision, including the proposition of the Secretariat that there should be an external evaluation of the CHS and the Steering committee will be meeting in Feb / March.

Action:

- ED to keep the Board informed of progress after the next meeting of the management group.

DAY TWO.

In camera session – HR support issues raised and thank you from the Board to Tanya Wood for the achievements during 2020.

No declaration of interest on Day 2.

5. Verification update (paper 05)

AM attended this session.

First, the ED thanked AC and CH for joining the Verification Advisory Panel (VAP) as Board representatives. The VAP first met on 9 November 2020. One take away from this meeting and linked to item 4 above (CHS revision) is that any review of CHS guidance for verification will go through VAP. One question still pending is the role of the VAP within the global CHS revision process.

AM gave a short presentation of the new self-assessment pilot results and lessons learnt. Questions raised by the Board were linked to:

- Ensuring adequate data protection
- The mechanism by which interviews of community members would be done.

6. 2021 PLAN (paper 06)

TW summarized the planning process that took place during the past months. The KPIs presented in paper 06 will be the ones against which the ED will report to the Board on a quarterly basis.

SM highlighted that care and compassionate organisations/contextualised discussions are very useful and interesting and expressed the wish to have more.

The Board split into two groups to capture comments and suggestions on the 2021 plan. These will be fed into the revised KPIs.

There was also a suggestion that Board reporting could be lessened in 2021, to maybe focus on a few critical KPIs.

JK has left the meeting – meeting still quorate

TH has left the meeting – meeting still quorate

The Board agreed on the process forward that the ED captures the Board's feedback in the 2021 workplan and re-circulate a revised version and give time to the Board (until January) to raise any objection – if not the KPIs will be approved.

Action:

- ED to rework the KPIs – circulate to the Board a revised version (with deadline in January to comment).

7. FRAC REPORT (paper 07)

The Board is requested to approve the 2021 budget.

The Treasurer thanked CH and MA for their attendance to the FRAC.

7.1. 2020 report

The Treasurer explained that 2020 was not as challenging as expected, financially speaking: budget will be almost met and there are good reserves.

Membership fees review: almost 80% of fees have been collected – which represent almost 70% of our members – question is what about the remaining 30%.

The FRAC and the MNC regularly review the members who have not paid for consecutive years. When they haven't paid for three years, they are removed from the membership, based on Board decision.

7.2. 2021 budget

Presentation of the 2021 income projection showed a positive to start the new year with multi-year grants contracted in 2020. The Treasurer congratulated the team who put these grants all together.

The Board approved by consensus the 2021 budget.

The Treasurer mentioned an initiative from International Financial Reporting for Non-Profit Organisations to develop the world's first Internationally applicable Financial Reporting guidance for Non-Profit-Organisations. This will improve the clarity and consistency of non-profit organisations financial reports, resulting in greater credibility and trust in the not-for-profit sector globally. He confirmed he will keep an eye on this on behalf of the Alliance as there may opportunities of the CHS Alliance.

8. RISK MATRIX (paper 08)

The Board regularly reviews the risk matrix, ensuring that it remains relevant and up to date. Four risks were specifically reviewed at this meeting and the Board split into two groups to reflect and discuss on two risks each. These included:

- 4.1 Inadequate long term funding
- 4.3 Effectiveness of Board and its committees
- 4.4 Staff turnover
- 4.7 CHS Alliance complaint mechanism

As an additional observation, the Board suggested that risk 4.5 (COVID Pandemic - Financial impact) remain at 9 instead of decreasing to 6 as the risk remains for the coming months. Board members also suggested to also look during future meetings at risks that aren't changing.

Action:

- ◆ *Reword risk 4.4 according to suggestions made by the Board group*
- ◆ *Reword risk 4.7 and keep it high*
- ◆ *Risk 4.1 to be re-assessed re 2022 funding at next review of the risk matrix*
- ◆ *ED to review the suggestions for risk mitigation shared by Board groups – including regarding Chair and Board elections next year.*

9. BOARD PROCESSES (paper 09)

9.1. Governance Calendar

Board members were requested to respond to the doodle poll shared prior to the meeting in order to set meeting dates for next year.

9.2. Board evaluation

Board members were requested to respond to the meeting review and annual Board appraisal that will be sent when the meeting ends.

10. AOB

Board members were reminded to promote the Chair advert. The interim Chair thanked them all before ending the meeting.

End of the meeting



Robert Sweatman, Interim Chair of the Board



Matthew Carter, member of the Board



Hélène Maillet, minutes' taker